

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Urban Oaks Builders LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 45-2788662

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1001 McKinney St., Suite 2100
Houston, TX 77002

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Harris

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **Urban Oaks Builders LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2361**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Urban Oaks Builders LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Urban Oaks Builders LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **August 31, 2018**
MM / DD / YYYY**X /s/ Todd Hagood**

Signature of authorized representative of debtor

Todd Hagood

Printed name

Title **Vice President, Authorized
Representative****18. Signature of attorney****X /s/ Matthew Okin**

Signature of attorney for debtor

Date **August 31, 2018**

MM / DD / YYYY

Matthew Okin

Printed name

Okin Adams LLP

Firm name

**1113 Vine St., Suite 201
Houston, TX 77002**

Number, Street, City, State & ZIP Code

Contact phone **(713) 228-4100**Email address **info@okinadams.com****00784695**

Bar number and State

POC HOLDINGS 2, INC.


Consent of the Sole Director
in Lieu of Special Meeting

The undersigned director, being the sole member of the Board of Directors of POC Holdings 2, Inc., a Texas corporation, does hereby consent to the taking of the actions described in the Resolutions attached hereto as Exhibit A without the holding of a meeting, as provided by Section 21.415(b) of the Texas Business Organization Code, hereby waives any required notice in connection herewith, and hereby adopts the resolutions attached hereto as Exhibit A (such resolutions to be of full force and effect on and as of the date hereof) and directs that a copy hereof be filed with the minutes of the proceedings of this Board of Directors.

This instrument may be signed by facsimile signature, which signature shall have the effect of an original signature.

EXECUTED TO BE EFFECTIVE as of August 31, 2018.



DocuSigned by:

1A772922E3D7461...

Jeffrey C. Hines

EXHIBIT A

**RESOLUTIONS ADOPTED BY POC HOLDINGS 2, INC.,
MANAGING MEMBER OF URBAN OAKS BUILDERS LLC**

APPROVAL OF FILING OF CHAPTER 11 BANKRUPTCY PROCEEDINGS

WHEREAS, POC Holdings 2, Inc. is the managing member (the “Managing Member”) of Urban Oaks Builders LLC (“UOB” or the “Company”); and

WHEREAS, the Managing Member of UOB, a Delaware limited liability company, has deemed it advisable and in the best interests of the Company, and its creditors, equity holders, and other interested parties, that the Company file a petition seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

NOW, THEREFORE, BE IT RESOLVED, that in the chapter 11 case of the Company (the “Chapter 11 Case”), the Managing Member has determined it to be in the best interests of the Company, and its creditors, equity holders and other interested parties, as applicable, to appoint Todd Hagood (the “Authorized Representative”), as the Company’s representative to oversee the Chapter 11 Case; and further

RESOLVED, that the Authorized Representative shall regularly consult with the Managing Member and keep it reasonably informed of his actions and activities. Although the Managing Member’s express approval shall not be required, the Authorized Representative shall specifically consult with the Managing Member prior to taking any of the following actions: (i) entering into a contract for the sale of property belonging to the Company; (ii) seeking approval of a plan of reorganization or liquidation for the Company; or (iii) seeking the conversion or dismissal of the Chapter 11 Case; and further

RESOLVED, that the Managing Member represents that it is authorized to sign this resolution and provide proper authorization for the Company to file the Chapter 11 Case; and further

RESOLVED, in connection with the Chapter 11 Case, the Managing Member has determined it to be in the best interests of the Company, and creditors, equity holders, and other interested parties, as applicable, to retain the firm of Okin Adams LLP, to represent the Company in the Chapter 11 Case upon such retainer and compensation agreement as may seem, in the sole discretion of the Authorized Representative, to be appropriate; and further

RESOLVED, in connection with the Chapter 11 Case, the Managing Member has determined it to be in the best interests of the Company, and creditors, equity holders, and other interested parties, as applicable, to retain the firm of Baker Botts LLP to represent the Company as special litigation counsel during the Chapter 11 Case upon such retainer and compensation agreement as may seem, in the sole discretion of the Authorized Representative, to be appropriate; and further

RESOLVED, in connection with the Chapter 11 Case, the Managing Member has determined it to be in the best interests of the Company, and creditors, equity holders, and other interested parties, as applicable, to retain the firm of Stout Risius Ross, LLC as to represent the Company as financial advisor during the Chapter 11 Case upon such retainer and compensation agreement as may seem, in the sole discretion of the Authorized Representative, to be appropriate; and further

RESOLVED, that the Authorized Representative, and any employees or agents (including counsel or financial adviser) designated by or directed by the Authorized Representative, be, and they hereby are, authorized and empowered, in the name of and behalf of the Company acting in the applicable capacities to execute, verify, and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to perform any and all further acts and deeds the Authorized Representative deems necessary, proper or desirable in connection with the Chapter 11 Case with a view to the successful prosecution of the Chapter 11 Case; and further

RESOLVED, that, in the judgment of the Managing Member of the Company, it is desirable and in the best interests of the Company and the interests of the Company's creditors, equity holders, and other interested parties, that the Authorized Representative files a petition for and in the name and on behalf of the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and further

RESOLVED, that all actions by the Authorized Representative and other officers, directors, managers or members of the Company heretofore taken in connection with the subject of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects as the acts and deeds of the Company; and further

RESOLVED, that all prior lawful acts taken or caused to be taken by or on behalf of the Company by any of its officers, directors, managers, members and authorized agents, including, but not limited to, any and all acts taken or caused to be taken in connection with the foregoing resolutions, which was done in reliance on the Managing Member's expressed desire to reorganize the Company's debts, and the negotiation and preparation of documents and actions ancillary thereto are hereby ratified, approved and confirmed in all respects and adopted as the acts of the Company; and further

RESOLVED, that the Authorized Representative and any of the appropriate officers, managers and members of the Company be, and each of them hereby is, authorized (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, (ii) to pay or cause to be paid on behalf of the Company any related costs and expenses and (iii) to take such other actions, in the name and on behalf of the Company, as each such officer, manager or member, as applicable, in his, her or its discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further

assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts to be conclusive evidence of the approval of the Members thereof and all matters relating thereto; and further

RESOLVED, that all actions heretofore taken by the Authorized Representative, officers, directors, members and managers of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

* * *

Fill in this information to identify the case:

Debtor name **Urban Oaks Builders, LLC**
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF TEXAS**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Cottingham Road TIC, LLC 8230 210th Street South Boca Raton, FL 33433	Michael A. Hornreich mhornreich@wwhgd.com 407.734.7000	Litigation	Unliquidated Disputed			\$45,000,000.00
Baker Concrete Construction Inc 900 N. Garver Rd Monroe, OH 45050	Kimberley Smith Sr Admin smithki@bakershardservices.com 513.310.8111	Trade Debt	Unliquidated			\$1,321,671.46
GH Phipps Construction Companies 5995 Greenwood Plaza Blvd., #100 Greenwood Village, CO 80111	Brent Chacon brent.chacon@ghp hipps.com 303.389.3774	Trade Debt	Unliquidated			\$963,277.73
Power Design Inc 11600 Ninth Street North St. Petersburg, FL 33716	Sam Khayat wkhayat@powerdesigninc.us 727.497.1930	Trade Debt	Unliquidated			\$822,902.40
Rocky Mountain Prestress LLC 5801 Pecos Street Denver, CO 80221	Brian Miller millerb@rmprestress.com 720.387.1326	Trade Debt	Unliquidated			\$615,121.10
RSL Contractors 22030 Mossy Oaks Drive Spring, TX 77389	Susan Lyons slyons@rslcontractors.com 281.651.1133	Trade Debt	Unliquidated			\$595,844.16

Debtor **Urban Oaks Builders, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Momentum Exterior Systems, Inc. 3440 Riley Fuzzel Rd. Suite 120 #85 Spring, TX 77386	John Shaddix john.shaddix@momentum-glass.com 281.809.2830	Trade Debt	Disputed			\$510,081.09
Steel Huggers, LLC 4472 Hilltop Rd., Unit D Mead, CO 80504	Nic Malwitz steelhuggers@comcast.net 870.535.4460	Trade Debt	Unliquidated			\$339,419.70
T&D Moravits & Co., LLC 10511 Shaenfield Road San Antonio, TX 78251	Katy Maddox kmaddox@tdmoravits.com 210.688.3482	Trade Debt	Unliquidated			\$303,471.46
Jimmy Evans Company P.O. Box 9749 Austin, TX 78766	Kim Carrillo kcarrillo@jimmyevans.com 512.288.7300	Trade Debt	Unliquidated			\$182,681.54
Hofer Builders Inc. 301 N. Saginaw Blvd. Saginaw, TX 76179	Tom Hofer thofer@hoferbuilders.com 817.232.2166	Trade Debt	Unliquidated			\$180,480.00
AGL Construction Company 7302 Ivanhoe Street Commerce City, CO 80022	Kate Davis kate@algconstruct.com	Trade Debt	Unliquidated			\$171,690.47
Schindler Elevator Corporation 12961 Park Central Ste 1460 San Antonio, TX 78216	Derek Paluch decek-paluch@schindler.com 973.397.6500	Trade Debt	Unliquidated			\$167,126.75
AYG Construction, LTD 7006 Burkett St. Houston, TX 77021	Asaf Golan Agolan@aygconstruction.com 713.748.2202	Trade Debt	Unliquidated			\$152,282.49
Fuquay, Inc. 4861 Old Hwy 81 New Braunfels, TX 78132	John Trevilion jtrevilion@fuquay.com 830.606.1882	Trade Debt	Unliquidated			\$140,760.60
Construction Risk Partners LLC 1250 Route 28, Suite 201 Branchburg, NJ 08876	Robert Rapp rrapp@constructionriskpartners.com 908.566.1271	Trade Debt	Unliquidated			\$126,628.95

Debtor **Urban Oaks Builders, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Steel Designs Inc. 13303 Emmett Houston, TX 77041	Norm Macias nmacias@steeldesig nsinc.com 713.937.3007	Trade Debt	Unliquidated			\$111,933.75
Hines Interests Limited Partnership 2800 Post Oak Blvd, Suite 5000 Houston, TX 77056	Evan McCord Evan.McCord@hin es.com 713.621.8000	Trade Debt				\$106,905.80
Ovation Plumbing Inc 1980 W. 64th Lane Denver, CO 80221	Jeff Platt jplatt@ovationplum bing.com 303.427.6230	Trade Debt	Unliquidated			\$98,914.56
Kone Inc One Kone Court Moline, IL 61265	Steven Buhr steven.buhr@kone. com 281.442.6619	Trade Debt	Unliquidated			\$73,440.00

**United States Bankruptcy Court
Southern District of Texas**

In re **Urban Oaks Builders LLC**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Urban Oaks Builders LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

POC Holdings 2, Inc.
2800 Post Oak Blvd., Suite 5000
Houston, TX 77056

☐ None [*Check if applicable*]

August 31, 2018

Date

/s/ Matthew Okin

Matthew Okin

Signature of Attorney or Litigant

Counsel for **Urban Oaks Builders LLC**

Okin Adams LLP

1113 Vine St., Suite 201

Houston, TX 77002

(713) 228-4100 Fax:(888) 865-2118

info@okinadams.com